

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND**

AUDIT REPORT

Fiscal Year Ended June 30, 2009

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND
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MARTIN L. GUINDON, CPA
AUDITOR GENERAL

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND
ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF
FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS

The Honorable M. Michael Rounds
Governor of South Dakota

and

South Dakota Board of Water and Natural Resources

We have audited the financial statements of the Clean Water State Revolving Fund as of and for the fiscal year ended June 30, 2009 and have issued our report thereon dated January 15, 2010. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Board of Water and Natural Resources' internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Board of Water and Natural Resources' internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Board of Water and Natural Resources' internal control over financial reporting.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

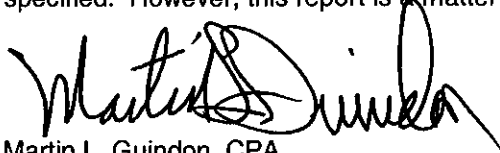
Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Board of Water and Natural Resources' financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a

direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management and members of the South Dakota Legislature and is not intended to be and should not be used by anyone other than those specified. However, this report is a matter of public record and its distribution is not limited.

A handwritten signature in black ink, appearing to read "Martin L. Guindon". The signature is stylized with a large, looped "M" and a long, sweeping "G".

Martin L. Guindon, CPA
Auditor General

January 15, 2010



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MARTIN L. GUINDON, CPA
AUDITOR GENERAL

INDEPENDENT AUDITOR'S REPORT

The Honorable M. Michael Rounds
Governor of South Dakota

and

South Dakota Board of Water and Natural Resources

We have audited the accompanying financial statements of the Clean Water State Revolving Fund, as of and for the fiscal year ended June 30, 2009, as listed in the Table of Contents. These financial statements are the responsibility of the South Dakota Board of Water and Natural Resources' management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The financial statements present only the financial position, and changes in financial position and cash flows of the Clean Water State Revolving Fund. They do not purport to, and do not, present fairly the financial position of the State of South Dakota as of June 30, 2009, and the changes in its financial position and its cash flows, where applicable, for the fiscal year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Clean Water State Revolving Fund as of June 30, 2009, and the respective changes in financial position and cash flows thereof for the fiscal year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated January 15, 2010, on our consideration of the Board of Water and Natural Resources' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Martin L. Guindon, CPA
Auditor General

January 15, 2010

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND
STATEMENT OF NET ASSETS
June 30, 2009**

Assets

Current Assets:

Cash and Cash Equivalents	\$ 8,306,429.91
Restricted Cash and Cash Equivalents	10,059.50
Due From Federal Government	91,467.02
Due from Other Governments	214,536.77
Deferred Charges	38,000.36
Accrued Interest Receivable	1,726,442.10
Loans Receivable	12,008,450.80
Total Current Assets	<u>22,395,386.46</u>

Noncurrent Assets:

Investments	48,644,915.52
Restricted Investments	374,421.62
Deferred Charges	508,153.47
Loans Receivable	157,854,287.61
Total Noncurrent Assets:	<u>207,381,778.22</u>

Total Assets

229,777,164.68

Liabilities

Current Liabilities:

Accounts Payable	194,272.44
Cost of Issuance Payable	6,007.00
Due To Other Funds	3,422.14
Accrued Liabilities	17,130.74
Compensated Absences Payable	32,722.43
Accrued Interest Payable	1,012,799.63
Bonds Payable - net of unamortized premium, discount, and deferred amount of refunding	2,728,626.11
Total Current Liabilities	<u>3,994,980.49</u>

Noncurrent Liabilities:

Compensated Absences Payable	29,134.70
Bonds Payable - net of unamortized premium, discount, and deferred amount of refunding	69,045,759.18
Total Noncurrent Liabilities:	<u>69,074,893.88</u>

Total Liabilities

73,069,874.37

Net Assets

Restricted For Debt Service	384,481.12
Unrestricted	156,322,809.19

Total Net Assets

\$ 156,707,290.31

The notes to the financial statements are an integral part of this statement.

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS
For the Fiscal Year Ended June 30, 2009**

Operating Revenues:

Loan Interest Income	\$ 3,712,203.03
Federal Capitalization Grants	4,201,388.62
Other Income	1,241,752.13
Total Operating Revenue	<u>9,155,343.78</u>

Operating Expenses:

Administrative Expenses		
Personal Services	174,986.10	
Employee Benefits	61,924.16	
Travel	8,664.85	
Contractual	246,904.33	
Supplies	925.47	
Grants	380,239.71	
Other	<u>6,595.96</u>	
Total Administrative Expenses		880,240.58
Interest Expense		2,653,373.26
Servicer Expense		43,415.37
Arbitrage Rebate		1,161,850.02
Bond Issuance Expense		<u>38,000.36</u>
Total Operating Expenses		<u>4,776,879.59</u>

Operating Income (Loss)	4,378,464.19
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Nonoperating Revenues (Expenses):

Investment Income	<u>2,599,981.84</u>
Income (Loss) Before Transfers	6,978,446.03

Transfers:

Transfer Out	<u>(22,301.52)</u>
Change in Net Assets	6,956,144.51

Net Assets at Beginning of Year	<u>149,751,145.80</u>
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Net Assets at End of Year	<u>\$ 156,707,290.31</u>
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The notes to the financial statements are an integral part of this statement.

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND
STATEMENT OF CASH FLOWS
For the Fiscal Year Ended June 30, 2009**

Cash Flows from Operating Activities:

Receipts for Loan Repayments	\$ 12,376,649.48	
Receipts for Interest Income on Loans	3,807,216.74	
Receipts for Surcharge Interest on Loans	1,271,270.48	
Receipts for Administering Program	4,155,041.00	
Payments to Loan Recipients	(24,271,291.00)	
Servicing Payments	(43,415.37)	
Arbitrage Rebate	(1,161,850.02)	
Payments for Employee Services	(212,080.91)	
Payments for Contractual Services	(262,981.88)	
Payment for Grants	(410,157.18)	
Other Payments	(12,722.69)	
Net Cash Provided (Used) by Operating Activities		(4,764,321.35)

Cash Flows from Noncapital Financing Activities:

Bond Issuance Costs Paid	(38,430.00)	
Transfers Out	(22,301.52)	
Principal Payments on Bonds	(2,730,000.00)	
Interest Payments on Bonds and Notes	(2,676,230.59)	
Net Cash Provided (Used) by Noncapital Financing Activities		(5,466,962.11)

Cash Flows from Investing Activities:

Interest on Investments	2,454,825.63	
Proceeds from Sale of Investment Securities	34,022,527.62	
Purchase of Investment Securities	(18,845,481.51)	
Net Cash Provided (Used) by Investing Activities		17,631,871.74

Net Increase (Decrease) in Cash and Cash Equivalents 7,400,588.28

Cash and Cash Equivalents at Beginning of Year	915,901.13
Cash and Cash Equivalents at End of Year	<u>\$ 8,316,489.41</u>

Reconciliation of Operating Income to Net

Cash Provided (Used) by Operating Activities

Operating Income (Loss)	\$ 4,378,464.19
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Adjustments to Reconcile Net Income to Net Cash

Provided (Used) by Operating Activities:

Interest Expense	2,653,373.26	
Amortization of Bond Issuance Cost	38,000.36	
Assets: (Increase)/Decrease		
Loans Receivable	(11,894,641.52)	
Accounts Receivable	16,977.16	
Accrued Interest Receivable on Loans	95,013.71	
Due from Other Governments	29,518.35	
Due from Federal Government	(46,347.62)	
Liabilities: Increase/(Decrease)		
Accounts Payable	(62,930.73)	
Due To Other Funds	3,422.14	
Accrued Employee Benefits	20,522.35	
Accrued Liabilities	4,307.00	
Total Adjustments		(9,142,785.54)
Net Cash Provided (Used) by Operations		<u>\$ (4,764,321.35)</u>

The notes to the financial statements are an integral part of this statement.

**SOUTH DAKOTA BOARD OF WATER
AND NATURAL RESOURCES
CLEAN WATER STATE REVOLVING FUND
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2009**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Authorizing Legislation

The 1988 South Dakota Legislature authorized the State Water Pollution Control Revolving Loan Fund Program, also known as the Clean Water State Revolving Fund (CWSRF) Loan Program. Additionally, the legislature appropriated \$1,200,000 and directed the South Dakota Conservancy District to administer the program. The Department of Environment and Natural Resources performs all of the functions of the South Dakota Conservancy District, except for quasi-legislative, quasi-judicial, advisory, and special budgetary functions, which are performed by the District acting in its capacity as the Board of Water and Natural Resources. The CWSRF is a low interest loan program to finance the construction of wastewater facilities, storm sewers and non-point source pollution control projects. The program was created by the 1987 Clean Water Act amendments. Funds are provided to the states in the form of capitalization grants awarded annually through the United States Environmental Protection Agency. The federal capitalization grants are matched by state funds at a ratio of 5:1. The Clean Water State Revolving Fund is a part of the State of South Dakota and, as such, the accompanying financial statements are included in the Comprehensive Annual Financial Report of the State of South Dakota.

B. Fund Accounting

The CWSRF is accounted for as an enterprise fund. An enterprise fund is a proprietary fund type used to report an activity for which a fee is charged to external users for goods or services.

C. Basis of Accounting

The CWSRF follows the accrual basis of accounting. This method of accounting recognizes the financial effect of transactions, events, and interfund activities when they occur, regardless of the timing of related cash flows. The CWSRF follows all Governmental Accounting Standards Board (GASB) pronouncements and those Financial Accounting Standards Boards Statements and Interpretations, Accounting Principles Board Opinions and Accounting Research Bulletins that were issued on or before November 30, 1989, except those that conflict with a GASB pronouncement.

D. Cash and Cash Equivalents

For purposes of the accompanying statement of net assets and statement of cash flows all highly liquid investments with original maturities of 90 days or less are considered to cash equivalents.

E. Investments

Investments are reported at fair value. Unrealized gains and losses due to fluctuations in market value are included in investment income.

F. Deferred Charges

Issuance costs, discounts, premiums, and deferred amount of refunding on bonds are amortized using the straight line method over the life of the bonds to which they relate.

G. Reserves

The bond indentures provide that certain reserve accounts be established. The reserves as of June 30, 2009 consist of the following Investment Agreements and are reported as restricted net assets in the financial statements:

- 6.22% MBIA Inc. due August 1, 2017 totaling \$95,771
- 5.07% AIG due August 1, 2025 totaling \$278,651

In addition, \$10,060 is invested in a Money Market Fund described in note 2 below.

H. Restricted Resources

When both restricted and unrestricted resources are available for use, it is the CWSRF's policy to use restricted resources first, and then unrestricted resources as they are needed.

I. Revenue and Expense Recognition

Enterprise funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering items in connection with an enterprise fund's principal ongoing operations. The CWSRF records all revenues derived from interest on loans, and federal capitalization grants as operating revenues since these revenues are generated from the CWSRF's daily operations needed to carry out its purpose. Operating expenses include interest expense on bonds, grants and subsidies, and contractual service expenses related to the administration of the CWSRF program.

J. Federal Capitalization Grant

Federal capitalization grants reported as operating income in the statement of revenues, expenses, and changes in fund net assets is a federally funded loan program. Information about the program is as follows:

CFDA Number:	66.458
Federal Agency:	Water Management Division
Program:	Clean Water State Revolving Fund
State Agency:	Environment & Natural Resources
Expenditures:	\$169,971,878
Outstanding Loans:	\$169,862,738
Current Year	
Administrative Expense:	\$109,140
Loan Disbursement:	\$24,271,291

2. CASH AND INVESTMENTS

Cash and Cash Equivalents consisted of a Goldman Sachs Financial Square Treasury Obligation Fund (mutual fund) through March 31, 2009 and was rated "AAAm" by Standard and Poor's Rating Group. The fund paid on average approximately .74% for the period ending March 31, 2009. As of March 31, 2009 the Goldman Sachs Funds were transferred to a Money Market Taxable of Trust Institutional Now Account. The fund paid a constant .5%. This fund is not rated, but it is FDIC insured.

Custodial Credit Risk: Custodial credit risk is the risk that in the event of a bank failure, the Clean Water State Revolving Fund's investments may not be returned. At June 30, 2009, \$49,019,337 of guaranteed investment contracts were uninsured and unregistered, with the securities held by its trust department, but not in the CWSRF's name.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The maturities of the investments are listed below.

<u>Investment</u>	<u>Maturities</u>	<u>Fair Value</u>
Guaranteed Investment Contract	7/31/2012	1,476,781
Guaranteed Investment Contract	8/01/2015	6,266,811
Guaranteed Investment Contract	8/01/2017	7,710,042
Guaranteed Investment Contract	8/01/2025	9,605,517
Guaranteed Investment Contract	8/01/2026	23,960,186
		<u>\$ 49,019,337</u>

Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the CWSRF. The South Dakota State Revolving Fund Master Trust Indenture requires any investment agreement to be with a guarantor whose long-term rating category is no lower than the two highest long-term rating categories. The investment is rated by Moody's Investors Service.

<u>Moody's Rating</u>	<u>Fair Value</u>
Aa2	7,743,592
A3*	33,565,703
Ba3*	7,710,042
Total	<u>\$ 49,019,337</u>

* These guarantor's ratings are below the acceptable rating category (i.e., below Moody's Aa3). These investments have been fully collateralized with government securities in accordance with the provisions of Guaranteed Investment Contracts. These fully collateralized investments have a fair value that equates to contract value.

3. LOANS RECEIVABLE

Loans receivable consist of loans made to local governments through a loan agreement. In order for a local government to receive a loan, evidence must be shown that the principal and interest of the loan will be repaid. Therefore, each local government must show the ability to impose utility rates, levy special assessments or collect sales taxes that will generate enough revenue to equal at least 110% of the annual principal and interest on the loan. Loans made from the CWSRF may be made at or below market interest rates and shall be fully amortized within twenty years of the date which is not more than one year following completion of the project financed. Interest rates are reduced for those loans shorter than twenty years.

4. LONG-TERM DEBT

Revenue Bonds

The bond issues outstanding as of June 30, 2009 are as follows:

<u>Issue</u>	<u>Interest Rate</u>	<u>Maturity Through</u>	<u>Principal Balance</u>
Series 1996A			
Term Bonds	5.625%	2017	\$ 100,000
Series 2001			
Serial Bonds	4%-5%	2014	1,210,000
Term Bonds	5%	2022	2,250,000
Series 2004			
Leveraged Serial Bonds	2.5%-5.25%	2017	7,140,000

Series 2005			
St. Match Serial Bonds	3.25%-5%	2026	1,370,000
Leveraged Serial Bonds	3.25%-5%	2026	37,325,000
Series 2008			
St. Match Term Bonds	2.35% (a)	2029	1,985,000
Leveraged Term Bonds	2.35% (a)	2029	<u>19,975,000</u>
Total			<u>\$ 71,355,000</u>
Less: Unamortized Deferred Amount of Refunding			(710,569)
Less: Unamortized Bond Discount			(20,594)
Add: Unamortized Bond Premium			1,150,548
Total Net of Amortization			<u>\$ 71,774,385</u>

a) Variable rates can be adjusted at any favorable interval. The rate is determined and reset by Wachovia Bank, National Association as Remarketing Agent.

Future bond payments and future interest payments remaining as of June 30, 2009 are as follows:

Year Ended June 30,	Principal	Interest	Total Principal and Interest
2010	\$ 2,820,000	\$ 2,706,401	\$ 5,526,401
2011	3,665,000	2,914,097	6,579,097
2012	3,800,000	2,771,848	6,571,848
2013	3,970,000	2,619,992	6,589,992
2014	3,405,000	2,473,476	5,878,476
2015-2019	17,385,000	10,156,061	27,541,061
2020-2024	19,125,000	6,083,321	25,208,321
2025-2029	15,665,000	1,692,350	17,340,916
2030	<u>1,520,000</u>	<u>32,445</u>	<u>1,552,445</u>
TOTAL	<u>\$ 71,355,000</u>	<u>\$ 31,433,557</u>	<u>\$ 102,788,557</u>

Interest for the Series 2008 bond issue is a variable rate, so the future bond interest payments are an estimate due to the fact that we do not know what the future 2008 interest payments will be.

Changes in Long-Term Liabilities

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
Revenue Bonds	\$ 74,413,011	\$ 1,681	\$ 2,640,307	\$ 71,774,385	\$ 2,728,626
Compensated Absences	41,335	20,522	0.00	61,857	32,722
Long-Term Liabilities	<u>\$ 74,454,346</u>	<u>\$ 22,203</u>	<u>\$ 2,640,307</u>	<u>\$ 71,836,242</u>	<u>\$ 2,761,348</u>

5. COMMITMENTS

As of June 30, 2009, the CWSRF had loan commitments with political subdivisions worth \$34,995,848.

6. RETIREMENT PLAN

The Department of Environment and Natural Resources participates in the South Dakota Retirement System (SDRS) a cost-sharing, multiple employer defined benefit pension plan established to provide retirement, disability, and survivor benefits for employees of the State and its political subdivisions. Authority for establishing, administering and amending plan provisions is found in SDCL 3-12. The SDRS issues a publicly available financial report that includes financial statements, footnote disclosures, and required supplementary information. That report may be obtained by writing to the SDRS, P.O. Box 1098, Pierre, SD 57501-1098 or by calling (605) 773-3731.

Employees are required by state statute to contribute 6 percent of their salary to the plan. State statute also requires the employer to contribute an amount equal to the employee's contribution. The right to receive retirement benefits vests after three years of credited service. The CWSRF contributions to the SDRS for the fiscal years ended June 30, 2009, 2008, and 2007 were \$11,683.34, \$11,870.22, and \$10,949.55, respectively, equal to the required contributions each year.

7. ANNUAL AND SICK LEAVE ACCRUAL

All employees earn annual leave. Upon termination, employees are eligible to receive compensation for their accrued annual leave balances. At June 30, 2009, a liability existed for accumulated annual leave calculated at the employee's June 30, 2009 pay rate in the amount of \$28,116.33. Employees who have been continuously employed by the State of South Dakota for at least seven years prior to the date of their retirement, voluntary resignation or death will receive payment for one-fourth of their accumulated sick leave balance. This payment is not to exceed the sum of twelve weeks of employee's annual compensation. At June 30, 2009, a liability existed for accumulated sick leave, calculated at each employee's June 30, 2009 pay rate in the amount of \$33,740.80. The total leave liability of \$61,857.13 at June 30, 2009 is shown as a liability on the balance sheet.

8. RISK MANAGEMENT

The Department of Environment and Natural Resources is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Department is uninsured for property loss. The Department participates in the various programs administered by the State of South Dakota. These risk management programs are funded through assessments charged to participating entities. The risk management programs include; 1) coverage for risks associated with automobile liability and general tort liability (including public officials' errors and omissions liability, medical malpractice liability, law enforcement liability, and products liability) through the State's Public Entity Pool for Liability Fund, 2) coverage of employee medical claims through the State's health insurance program, 3) coverage for unemployment benefits through the State's Workers' Compensation Fund, and, 4) coverage for workers' compensation benefits through the State's Workers' Compensation Fund. Financial information relative to the self-insurance funds administered by the State is presented in the State of South Dakota Comprehensive Annual Financial Report.

9. SUBSEQUENT EVENTS

The State Revolving Fund Program Bond Anticipation Notes, Series 2009, were marketed through a competitive sale process on August 12, 2009. Five bids were received, and the lowest cost to the state was paid by Piper Jaffray. The par amount for the Clean Water SRF portion of the issue was \$37,000,000. With a bid premium, the total bond proceeds were \$37,543,160. The issue was closed on August 26, 2009. With the premium, less \$87,590 in Cost of Issuance expenses, the bond proceeds deposited into the Clean Water SRF loan fund totaled \$37,455,570.